

**ASSIGNMENT OF MORTGAGE, DEED OF TRUST,
SECURITY AGREEMENT & ASSIGNMENT OF RENTS AND LEASES,
ASSIGNMENT OF UNIFORM COMMERCIAL CODE FINANCING STATEMENT, 29 USC 94
ASSIGNMENT OF NOTE SECURED BY COLLATERAL
TRUST INDENTURE**

BK 685 PG 411
W.E. DAVIS CLK
J.B. Sumner

Store No. 8832
DeSoto County, Mississippi

Citicorp Real Estate Inc., as successor to Circle K General Inc. and Circle K Convenience Stores, Inc., HEREBY ASSIGNS WITHOUT RECOURSE, unto First Security Bank of Utah, N.A., as Successor Indenture Trustee, pursuant to that "Amendment and Restatement of Collateral Trust Indenture" dated June 22, 1993, by and between Tuttle Papock Limited Partnership Plan Administration Trust, as successor to U T Corp, First Security Bank of Utah, N.A., as successor to The Circle K Corporation, as Indenture Trustee, and Citicorp Real Estate, Inc. (as aforesaid), that certain Note dated December 2, 1987, made by U T Corp and subsequently assumed by Tuttle Papock Limited Partnership, which Note is secured by that Collateral Trust Indenture of even date therewith and the following instruments and encumbrances of record:

1. that certain Mortgage, Deed of Trust, Security Agreement and Assignment of Rents and Leases, executed by U T Corp in favor of Circle K Convenience Stores, Inc. and Circle K General, Inc. and filed for record on December 8, 1987, at Page 595, in Book 423, in DeSoto County, Mississippi, as subsequently transferred and assigned to Citicorp Real Estate, Inc. by an instrument recorded on December 8, 1987, at Page 725, in Book 423, in DeSoto County, Mississippi:

2. that certain Collateral Trust Indenture, executed by U T Corp. in favor of The Circle K Corporation, Circle K General, Inc. and Circle K Convenience Stores, Inc. and filed for record on December 8, 1987, at Page 657, Real Estate Trust Deed Book 423, in DeSoto County, Mississippi, as assigned and transferred to Citicorp Real Estate, Inc. by that Assignment of Note and Indenture which was filed for record, and recorded on December 8, 1987, at Page 732, Real Estate Trust Deed Book 423, in DeSoto County, Mississippi:

3. and, that certain Uniform Commercial Code Financing Statement executed by and between U T Corp. and Circle K General, Inc., and Circle K Convenience Stores, Inc. and filed for record on July 11, 1988, TD Book 442-241, as transferred and assigned to Citicorp Real Estate Inc., by an instrument recorded on July 11, 1988, TD Book 442-241, in DeSoto County, Mississippi.

SUCH INSTRUMENTS AND ENCUMBRANCES ENCUMBER THE
FOLLOWING DESCRIBED REAL PROPERTY IN DESOTO COUNTY, MISSISSIPPI,
TO WIT:

See Exhibit "A" attached hereto and incorporated
herein by this reference.

Citicorp Real Estate, Inc.

By: Jeffrey A. Warner
Jeffrey A. Warner
Vice President,
Citicorp Real Estate, Inc.

STATE OF NEW YORK
COUNTY OF NEW YORK

I, the undersigned, a Notary Public in and for said County,
in the State of New York, hereby certify that Jeffrey A. Warner,
whose name as Vice President of Citicorp Real Estate, Inc., a
Delaware corporation, and who is known to me, acknowledged before
me on this day that, being informed of the contents of said
instrument, he, as such officer, and with full authority,
executed the same voluntarily, as an act of said corporation as
aforesaid.

Given under my hand and official seal, this the 9th day of
Nov., 1993, in New York City, New York.

Stephen E. Magnani
NOTARY PUBLIC
My Commission Expires: 5-31-94

42311.01

STEPHEN E. MAGNANI
NOTARY PUBLIC, State of New York
No. 41-4728067
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires

Prepared By:
Lawyers Title Insurance Corporation
National Division
600 North Pearl, Suite 700
Lock Box 185
Dallas, Texas 75201
(214) 720-7600

EXHIBIT "A"

STORE NO. 8832

Survey of Lot "A-1", Revised Plan, Section "C", Southaven Subdivision as recorded in Plat Book 2, Page 27, at the Chancery Court Clerk's Office of DeSoto County, Mississippi, located in Section 23, Township 1 South, Range 8 West, in DeSoto County, Mississippi, and being more particularly described as follows:

Beginning at a point in the Westerly line of U. S. Highway No. 51 (100 feet R.O.W.) 174.99 feet Northwardly of the Northerly line of Mississippi Valley Boulevard (100 foot R.O.W.) said point being a corner of Commercial Lot A, Revised Plan, Section "C", Southaven Subdivision (Plat Book 2, Page 27); thence South $33^{\circ}35'00''$ East along the said Westerly line of U. S. Highway No. 51 a distance of 146.36 feet to a point; thence Southwardly along the West line of that parcel dedicated by Warranty Deed Book 132, Page 267, the following metes and bounds: South $5^{\circ}30'39''$ East a distance of 17.00 feet to a point; thence South $42^{\circ}43'38''$ West a distance of 10.69 feet to a point; thence South $5^{\circ}50'00''$ East a distance of 16.10 feet to a point on the said Northerly line of Mississippi Valley Boulevard; thence South $53^{\circ}45'26''$ West along the said Northerly line of Mississippi Valley Boulevard 121.52 feet to a corner of said Commercial Lot "A" thence North $33^{\circ}05'03''$ West along the East line of said Commercial Lot "A" 181.97 feet to a point; thence North $56^{\circ}25'00''$ East along the South line of said Commercial Lot "A" 150.00 feet to the point of beginning containing 0.61 acres.

STATE MS.-DESOTO CO.
FILED

JAN 19 8 30 AM '94

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W.E. DAVIS CH. CLK.

STATE MS.-DESOTO CO. *W*
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JAN 5 12 42 PM '94

BK _____ PG _____
W.E. DAVIS CH. CLK.